

**Board Meeting
November 7, 2018
Final/Approved minutes**

The Virginia Board of Accountancy met on Wednesday, November 7, 2018, at George Mason University, Dewberry Hall, Johnson Center, 4477 Aquia Creek Lane, Fairfax, Virginia 22030.

MEMBERS PRESENT: Susan Quaintance Ferguson, CPA, Chair
D. Brian Carson, CPA, Vice Chair
Matthew P. Boshier, Esq.
W. Barclay Bradshaw, CPA
William R. Brown, CPA
Laurie A. Warwick, CPA

MEMBER ABSENT: Stephanie S. Saunders, CPA

LEGAL COUNSEL: Robert Drewry, Assistant Attorney General,
Office of the Attorney General

STAFF PRESENT: Nancy Glynn, CPA, Executive Director
Mary Charity, Deputy Director for Operations
Renai Reinholtz, Deputy Director for Finance and Administration
Amanda E. M. Blount, Enforcement Director
Nicholas Tazza, Assistant Manager, Licensing and Examination
Kelli Anderson, Communications Manager
Patti Hambright, CPE Coordinator and Administrative Assistant

**MEMBERS OF THE
PUBLIC PRESENT:** JK Aier, Associate Professor of Accounting and Area Chair, George
Mason University
Dr. Bill Hawk, James Madison University Professor of Philosophy and
Chair, The Madison Collaborative
Stephanie Peters, CAE, President and CEO, Virginia Society of Certified
Public Accountants
Emily Walker, CAE, Vice President, Advocacy, Virginia Society of
Certified Public Accountants
Linda Newsom-McCurdy, CAE, Senior Director of Member Value,
Virginia Society of Certified Public Accountants
Molly Wash, CPA, Academic Engagement Director, Virginia Society of
Certified Public Accountants
More than 240 George Mason University students and faculty attended

**Board Meeting
November 7, 2018
Final/Approved minutes**

CALL TO ORDER

Ms. Ferguson called the meeting to order at 10:00 a.m.

SECURITY BRIEFING

Ms. Hambright provided the emergency evacuation procedures.

DETERMINATION OF QUORUM

Ms. Ferguson determined there was a quorum present.

APPROVAL OF AGENDA

Upon a motion by Mr. Bradshaw and duly seconded, the members voted unanimously to approve the November 7, 2018, agenda as presented. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

APPROVAL OF MINUTES

Upon a motion by Mr. Carson, and duly seconded, the members voted unanimously to approve the September 25, 2018, Board meeting minutes as amended. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Bradshaw, Mr. Boshier and Mr. Brown. (Ms. Warwick was not in attendance for the full September 25, 2018 Board meeting. She has abstained from the vote.)

PUBLIC COMMENT PERIOD

There were no public comments at this time.

WELCOME

Mr. Aier welcomed the VBOA, George Mason University faculty and students. He provided a brief history of the institution and educational programs available at George Mason University.

BOARD MEMBER INTRODUCTIONS AND VBOA OVERVIEW

Ms. Ferguson extended a thank you from the Board to George Mason University for hosting the Board meeting. Board members introduced themselves. Ms. Ferguson provided a brief overview of the VBOA’s mission and Board duties. Board members fielded questions.

**Board Meeting
November 7, 2018
Final/Approved minutes**

EXECUTIVE DIRECTOR'S REPORT

General Updates

Ms. Glynn presented the following general updates regarding the VBOA:

- Ms. Glynn updated the Board regarding the new licensing system. She noted the system is tentatively scheduled to go-live in August 2019.
- Ms. Glynn noted she would transition to project sponsor for the new licensing system.
- Ms. Glynn noted she had reviewed and edited the agency Biennial report.
- Ms. Glynn noted the Fast Track rule making has been finalized.

September Board Report

Ms. Charity presented and fielded questions regarding the September 2018 Board Report.

September Financial Report

Ms. Reinholtz presented and fielded questions regarding the September 2018 Financial Report.

ETHICAL REASONING IN ACTION: ASKING QUESTIONS TO FOSTER AN ETHICAL CULTURE

Dr. Hawk provided a PowerPoint presentation. The presentation included discussions regarding ethical decision-making, statistical research involving cheating, and morality. He provided examples of well-known individuals who had made bad decisions. Dr. Hawk fielded questions from the Board members, faculty and students.

RECESS FOR LUNCH 12:00 p.m.

RECONVENE 1:00 p.m.

BOARD DISCUSSION TOPICS

Approval of Delegation of Authority Policy and Procedure

After a brief discussion, Board members agreed to table the approval of the Delegation of Authority Policy and Procedure for a later date. Ms. Glynn will review the Delegation of Authority Policy and Procedure prior to the Board's discussion.

**Board Meeting
November 7, 2018
Final/Approved minutes**

Completion of motion for the periodic review of 18VAC5-22

Upon a motion by Mr. Carson, and duly seconded, the members voted unanimously to amend its regulations in 18VAC5-22 through the initiation of rulemaking to ensure its regulations continue to be necessary for the protection of public health, safety, and welfare or for the economical performance of important governmental functions; minimize the economic impact on small businesses in a manner consistent with the stated objectives of applicable law; and are clearly written and easily understandable; and Board staff be directed to post this decision regarding periodic review to Town Hall via the appropriate forms and to concurrently file a Notice of Intended Regulatory Action. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

NASBA UPDATES

Ms. Ferguson led the discussion regarding the NASBA Committee Assignments. The NASBA Committee assignments are:

Susan Quaintance Ferguson – Education Committee
D. Brian Carson – Communications Committee
Laurie A. Warwick – Audit Committee
William R. Brown – Enforcement Committee

NASBA Annual Meeting

Ms. Ferguson noted she had attended NASBA’s annual meeting held in Scottsdale, Arizona from October 28 through October 31, 2018. She noted that the National Association of State Boards of Accountancy (NASBA), the American Institute of Certified Public Accountants (AICPA) and Prometric were exploring the possibility of eliminating or shortening blackout periods for CPA examination test takers.

At this time there was a brief complete power failure. Partial power has been restored. The time is 1:30 p.m. Due to the power outage the Board has briefly postponed Ms. Wash’s Virginia Society of CPAs Student Programs Overview.

ADDITIONAL ITEMS FOR DISCUSSION

Carry Over Items/Potential Future Topics

- Trust Fund Reserve Policy (To be determined)
- CPE guidelines (To be determined)
- Virginia-Specific Ethics Course (On-going)

**Board Meeting
November 7, 2018
Final/Approved minutes**

- Required coursework for CPA examination/licensure
- Active-CPE Exempt Status (To be determined)
- Use of Confidential Consent Agreements
- Publication of Board disciplinary action (Ongoing)
- Volunteer services and the Active-CPE Exempt status

Sign Conflict of Interest forms

Sign Travel Expense vouchers

Future meeting dates

- December 4, 2018
- January 8, 2019
- February 5, 2019

The Board, VBOA staff, faculty and students exit the building due to the fire alarm activation at approximately 1:45 p.m.

The Board, VBOA staff, faculty and students regain entry to the building at approximately 2:20 p.m. However, restoration of the power is incomplete.

VIRGINIA SOCIETY OF CPAs – STUDENT PROGRAMS OVERVIEW

Ms. Wash provided students with an overview to the Virginia Society of Certified Public Accountants. She noted the VSCPA would be holding a CPA Ready Workshop for George Mason University students on campus on January 11, 2019. She noted there was no charge for students to attend the workshop; however, they would need to register.

Begin closed meeting

Upon a motion by Mr. Carson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy convene a closed meeting under the Virginia Freedom of Information Act for the provision of legal counsel and to consult with legal counsel on issues relating to probable litigation, and/or consider the status of all open Enforcement Cases and cases listed on our agenda, a matter lawfully exempted from open meeting requirements under the ‘consulting with legal counsel’ and ‘disciplinary proceedings’ exemptions contained in Virginia Code § 2.2-3711(A)(7)(27).” The following non-members will be in attendance to reasonably aid in the consideration

**Board Meeting
November 7, 2018
Final/Approved minutes**

of this topic: Nancy Glynn and Robert Drewry. The following non-member will be in attendance for a portion of the closed meeting to reasonably aid in the consideration of this topic: Amanda Blount.

End closed meeting

Upon a motion by Mr. Carson, and duly seconded, the Virginia Board of Accountancy has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, § 2.2-3712.A of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW THEREFORE, BE IT RESOLVED, that the VBOA hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia laws were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the VBOA.

CALL FOR VOTE:

Susan Quaintance Ferguson, CPA – Aye
D. Brian Carson, CPA – Aye
Matthew P. Boshier, Esq. – Aye
W. Barclay Bradshaw, CPA – Aye
William R. Brown, CPA – Aye
Laurie A. Warwick, CPA – Aye

VOTE:

Ayes: Six (6)
Nays: None

The following actions were taken as a result of the closed session:

Upon a motion by Mr. Boshier, and duly seconded, members voted unanimously to approve Final Order 2018-073-064C as presented.

CALL FOR VOTE:

Susan Quaintance Ferguson, CPA – Aye
D. Brian Carson, CPA – Aye
Matthew P. Boshier, Esq. – Aye
W. Barclay Bradshaw, CPA – Aye
William R. Brown, CPA – Aye
Laurie A. Warwick, CPA – Aye

**Board Meeting
November 7, 2018
Final/Approved minutes**

VOTE:

Ayes: Six (6)

Nays: None

Upon a motion by Mr. Carson, and duly seconded, members voted unanimously to approve Final Order 2018-188-167C as presented.

Ms. Ferguson, Ms. Warwick and Ms. Blount were not in attendance and did not participate in the discussion.

CALL FOR VOTE:

Susan Quaintance Ferguson, CPA – Abstain

D. Brian Carson, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Aye

William R. Brown, CPA – Aye

Laurie A. Warwick, CPA – Abstain

VOTE:

Ayes: Four (4)

Abstain: Two (2)

Nays: None

Upon a motion by Mr. Brown, and duly seconded, members voted unanimously to approve Final Order 2018-190-169C as presented.

Ms. Ferguson and Ms. Blount were not in attendance and did not participate in the discussion.

CALL FOR VOTE:

Susan Quaintance Ferguson, CPA – Abstain

D. Brian Carson, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Aye

William R. Brown, CPA – Aye

Laurie A. Warwick, CPA – Aye

VOTE:

Ayes: Five (5)

**Board Meeting
November 7, 2018
Final/Approved minutes**

Abstain: One (1)

Nays: None

Begin closed meeting

Upon a motion by Mr. Carson, and duly seconded, the members approved by unanimous vote the meeting be recessed and the Virginia Board of Accountancy convene a closed meeting under the Virginia Freedom of Information Act to discuss and consider a personnel matter relating to the Board of Accountancy Staff, a matter lawfully exempted from open meeting requirements under the ‘personnel matters’ exemption contained in Virginia Code § 2.2-3711(A)(1).” The following non-member will be in attendance for the closed meeting to reasonably aid in the consideration of this topic: Nancy Glynn.

End closed meeting

Upon a motion by Mr. Carson, and duly seconded, the Virginia Board of Accountancy has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and WHEREAS, § 2.2-3712.A of the Code of Virginia requires a certification by this Board that such closed meeting was conducted in conformity with Virginia law; NOW THEREFORE, BE IT RESOLVED, that the VBOA hereby certifies that, to the best of each member’s knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia laws were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered by the VBOA.

CALL FOR VOTE:

Susan Quaintance Ferguson, CPA – Aye

D. Brian Carson, CPA – Aye

Matthew P. Boshier, Esq. – Aye

W. Barclay Bradshaw, CPA – Aye

William R. Brown, CPA – Aye

Laurie A. Warwick, CPA – Aye

VOTE:

Ayes: Six (6)

Nays: None

ADJOURNMENT

**Board Meeting
November 7, 2018
Final/Approved minutes**

There being no further business before the VBOA, upon a motion by Mr. Bradshaw, and duly seconded, the meeting adjourned by unanimous vote at 3:20 p.m. The members voting “**AYE**” were Ms. Ferguson, Mr. Carson, Mr. Boshier, Mr. Bradshaw, Mr. Brown and Ms. Warwick.

APPROVED:

Susan Quaintance Ferguson, CPA, Chair

COPY TESTE:

Nancy Glynn, CPA, Executive Director